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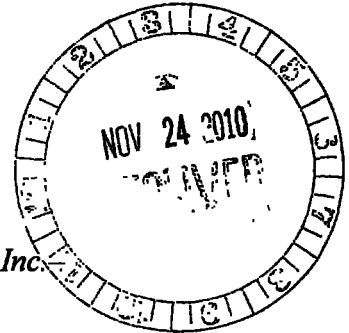
**LAW OFFICES OF
LOUIS E. GITOMER**

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

November 24, 2010

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423



RE: Finance Docket No. 35447, *Temple & Central Texas Railway, Inc.*
Operation Exemption—City of Temple, TX

Dear Ms. Brown:

Enclosed for filing are an original and 10 copies of a Notice of Exemption, a check for the filing fee of \$1,800, and a disc with the Notice in WORD and pdf format. Thank you for your assistance. If you have any questions, please call or email me.

Sincerely yours,

Louis E. Gitomer
Attorney for: Temple & Central Texas Railway,
Inc.

**ENTERED
Office of Proceedings**

NOV 24 2010

**Part of
Public Record**

Enclosure

FILED

NOV 24 2010

**SURFACE
TRANSPORTATION BOARD**

FEE RECEIVED

NOV 24 2010

**SURFACE
TRANSPORTATION BOARD**

228320

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35447

TEMPLE & CENTRAL TEXAS RAILWAY, INC.—OPERATION EXEMPTION—
CITY OF TEMPLE, TX

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41, Et Seq.

FEE RECEIVED

NOV 22 2010

**SURFACE
TRANSPORTATION BOARD**

Robert I. Schellig, Jr.
Vice President – Law
TCTR Rail Corporation
One Boca Place, 2255 Glades Road
Suite 342W
Boca Raton, FL 33431
(561) 443-5300

Louis E. Gitomer, Esq.
Law Offices of Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
(202) 466-6532
Lou_Gitomer@verizon.net

Attorneys for TEMPLE & CENTRAL
TEXAS RAILWAY, INC.

Dated: November 24, 2010

FILED

NOV 24 2011

**SURFACE
TRANSPORTATION BOARD**

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35447

TEMPLE & CENTRAL TEXAS RAILWAY, INC.—OPERATION EXEMPTION—
CITY OF TEMPLE, TX

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41, Et Seq.

Temple & Central Texas Railway, Inc. (“TCTR”), a Class III carrier, files this Notice of Exemption, pursuant to 49 C.F.R. Part 1150, Subpart E – Exempt Transactions, with the Surface Transportation Board (the “Board”) to permit TCTR to operate pursuant to a Railroad License and Operating Agreement with the City of Temple, Texas (“Temple”), over about 6.277 miles of rail line between near Belton, TX, milepost 0.0, and Smith, TX, milepost 6.277, in Bell County, TX (the “Line”), and the trackage rights granted to the Georgetown Railroad Company (“Georgetown”) to operate over the Line.¹ TCTR operates over about 7.7 miles of unmarked railroad track owned by Temple in Temple that do not connect to the Line. *See Temple & Central Texas Railway, Inc.—Operation Exemption—City of Temple, TX*, STB Finance Docket No.

¹ At the time Georgetown acquired the Line (*See Georgetown Railroad Company-Acquisition & Operation Exemption-Belton Railroad Company*, ICC Finance Docket No. 31856 (ICC served May 21, 1991)) it also acquired interim trackage rights over the Line (*See Georgetown Railroad Company-Trackage Rights Exemption-Belton Railroad Company*, ICC Finance Docket No. 31857 (ICC served April 1, 1991)). Temple is acquiring all of the rights that Georgetown has in the Line. Because it is unclear whether the trackage rights were ever discontinued by Georgetown, Temple is also acquiring whatever trackage rights Georgetown has and TCTR is acquiring the right to operate under those trackage rights, if any.

35255 (STB served July 15, 2009).

In support of this Notice of Exemption, TCTR submits the following information as required by 49 C.F.R. § 1150.33:

a. Full name and address of applicant:

Temple & Central Texas Railway, Inc.
One Boca Place
2255 Glades Road, Suite 342W,
Boca Raton, FL 33431
(561) 443-5300

b. Applicant's Representative:

Louis E. Gitomer, Esq.
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
(202) 466-6532
Lou_Gitomer@verizon.net

c. TCTR, as operator, and the Temple, as owner, have entered a Railroad License and Operating Agreement dated as of November 24, 2010.

d. The operator of the Line will be TCTR.

e. Summary of proposed transaction:

1. The name and address of the railroad transferring the property is:

City of Temple, Texas
2 North Main Street
Temple, TX 76501

Temple is not a carrier. However, Temple is acquiring the Line from Georgetown and will become a carrier. Temple is not equipped to operate the Line. Since Temple has had a successful relationship with TCTR operating over another line in Temple, Temple elected to contract with TCTR to be the operator of the Line that Temple is acquiring from Georgetown.

See the Petition for Exemption filed on November 24, 2010 in Finance Docket No. 35446, *City of Temple, TX-Acquisition Exemption-Georgetown Railroad Company*.

2. The proposed time schedule for the consummation of the transaction is by February 10, 2010.

3. The mileposts of the subject property, including any branch lines. The Line runs between near Belton, TX, milepost 0.0, and Smith, TX, milepost 6.277, in Bell County, TX.

4. TCTR will operate over 6.277 route miles as a common carrier railroad. TCTR intends to interchange traffic with the Union Pacific Railroad Company ("UP").

f. A color map of the Line is attached as Exhibit C.

g. A Certificate of Compliance with the provisions of 49 CFR § 1150.43(g) is attached as Exhibit A.

h. There are no interchange commitments or paper barriers between TCTR and Temple. Nor will there be any interchange commitments or paper barriers in the Interchange Agreement between TCTR and UP.

i. A caption summary, as required by 49 C.F.R. §1150.44, is attached as Exhibit B.

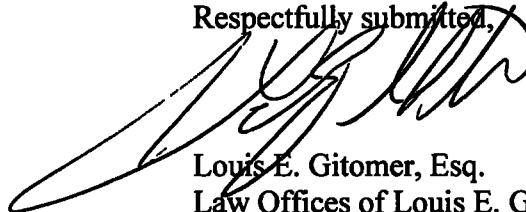
j. No environmental documentation is required because there will be no operational changes that would exceed the thresholds established in 49 CFR §1105.7(e)(4) or (5) and there will be no action that would normally require environmental documentation. Hence, this Notice of Exemption does not require environmental documentation under 49 CFR §1105.6(b)(4) and (c)(2)(i).

k. An historic report is not required because TCTR will operate the Line, will require further Board approval as required to discontinue and abandon any service, and there are no plans to

dispose of or alter properties subject to Board jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. §1105.8(b)(1).

This action will not significantly affect either the quality of the human environment or energy conservation.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name and address of Louis E. Gitomer.

Robert I. Schellig, Jr.
Vice President – Law
TCTR Rail Corporation
One Boca Place, 2255 Glades Road
Suite 342W
Boca Raton, FL 33431
(561) 443-5300

Louis E. Gitomer, Esq.
Law Offices of Louis E. Gitomer
600 Baltimore Avenue
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Towson, MD 21204
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Lou_Gitomer@verizon.net

Attorneys for TEMPLE & CENTRAL
TEXAS RAILWAY, INC.

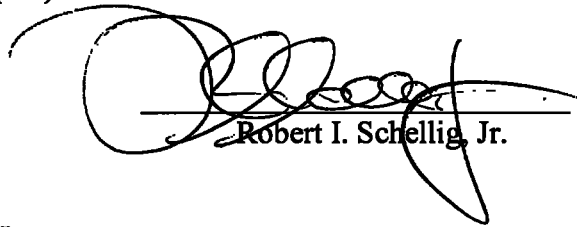
Dated: November 24, 2010

EXHIBIT A

CERTIFICATION

State of Florida)
) ss:
County of Palm Beach)

I, Robert I. Schellig, Jr., being duly sworn, deposes and says that he is Vice-President Law of the Temple & Central Texas Railway, Inc., a Texas corporation, and that the projected annual revenues from the rail operations would not exceed those that would make it a Class III carrier under 49 CFR Part 1201(1-1) and would not exceed \$ 5 million.


Robert I. Schellig, Jr.

Subscribed and sworn to before me this 23 day of November 2010.

Nancy O. Hoss
Notary Public

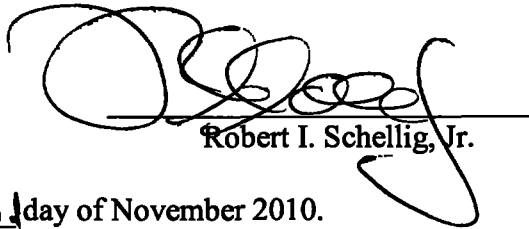
(SEAL)

My Commission Expires: March 25th 2011


VERIFICATION

State of Florida)
) ss
County of Palm Beach)

I, Robert I. Schellig, Jr., being duly sworn, deposes and says that he is Vice-President Law of the Temple & Central Texas Railway, Inc., a Texas corporation, and that I have read the foregoing notice of exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information and belief.


Robert I. Schellig, Jr.

Subscribed and sworn to before me this 23rd day of November 2010.


Notary Public



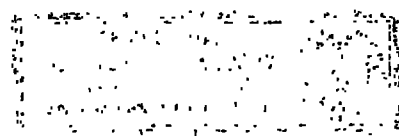


EXHIBIT B – CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

FINANCE DOCKET NO. 35447

TEMPLE & CENTRAL TEXAS RAILWAY, INC.—OPERATION EXEMPTION—
CITY OF TEMPLE, TX

Temple & Central Texas Railway, Inc. has filed a notice of exemption to operate over about 6.277 miles of rail line between near Belton, TX, milepost 0.0, and Smith, TX, milepost 6.277, in Bell County, TX.

The transaction is scheduled to take place on or about February 10, 2011.

A petition for exemption for the City of Temple, Texas to acquire the Line from the Georgetown Railroad Company was concurrently filed in Finance Docket No. 35446, *City of Temple, TX-Acquisition Exemption-Georgetown Railroad Company*.

If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to reopen the proceeding to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 35447, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Louis E. Gitomer, Esq., Law Offices of Louis E. Gitomer, 600 Baltimore Avenue, Suite 301, Towson, MD 21204, (202) 466-6532, Lou_Gitomer@verizon.net.

Board decisions and notices are available on our website at "WWW.STB.DOT.GOV."

Decided: _____, 2010

By the Board, Rachel D. Campbell, Director, Office of Proceedings.

EXHIBIT C-MAP

